

EXHIBIT A

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**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

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In re:	:
MOTORS LIQUIDATION CORP., <i>et al.</i>,	:
f/k/a GENERAL MOTORS CORP., <i>et al.</i>,	:
Debtors.	:
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**ORDER PURSUANT TO 11 U.S.C. §§ 105 AND 363(b) TO
APPROVE ASSIGNMENT OF IBEW AND IUOE'S CLAIMS TO THE IUE-CWA
VEBA TRUST**

Upon the motion, dated March 10, 2011 (the "Assignment of IBEW and IUOE's Claims Motion") of the IUE-CWA GM Bankruptcy Claim Trust (the "VEBA Trust"), pursuant to 11 U.S.C. §§ 105 and 363(b), for entry of an order approving the assignment of the claims of the International Brotherhood of Electrical Workers ("IBEW") and the International Union of Operating Engineers ("IUOE") to the VEBA Trust, as more fully described in the Assignment of IBEW and IUOE's Claims Motion, the Court finds and determines the following:

- (a) Consideration of the Assignment of IBEW and IUOE's Claims Motion and the relief requested therein is a core proceeding pursuant to 28 U.S.C. § 157(b).
- (b) Venue is proper before this Court pursuant to 28 U.S.C. §§ 1408 and 1409.

(c) The Court has jurisdiction to consider the Assignment of IBEW and IUOE's Claims Motion, and the relief requested therein, in accordance with 28 U.S.C. §§ 157 and 1334.

(d) The relief sought in the Assignment of IBEW and IUOE's Claims Motion is in the best interest of the Debtors, their estates, creditors, and all parties in interest, and that the legal and factual bases set forth in the Motion establish just cause for the relief granted herein.

(e) Notice of the Assignment of IBEW and IUOE's Claims Motion, as provided therein, was due and proper and no further notice of the Motion is necessary.

(f) Upon the record of the Hearing, and after due deliberation and sufficient cause appearing therefor, it is hereby ORDERED that:

1. The Assignment of IBEW and IUOE's Claims Motion is granted;
2. IBEW and IUOE's Transfer of Claim Agreements, attached to the Assignment of IBEW and IUOE's Claims Motion as Exhibits C and D, respectively—both of which authorize the VEBA Trust to, *inter alia*, reassign the claims without further approval of the Court—are approved.

3. This Court shall retain jurisdiction to hear and determine all matters arising from or related to this Order.

Dated: New York, New York

_____, 2011

UNITED STATES BANKRUPTCY JUDGE